

## PROFILE OF THE SUPERVISORY BOARD OF SHOP APOTHEKE EUROPE N.V.

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This profile of the supervisory board (the *Supervisory Board*) of Shop Apotheke Europe N.V. was adopted by the Supervisory Board on 28 September 2016

### General

- 1.1 This profile was prepared in accordance with Article 2.1 of Shop Apotheke Europe N.V.'s (the *Company*) rules of the Supervisory Board (the *Supervisory Board Rules*).
- 1.2 The words and expressions used in this profile have the meaning given to them in the Supervisory Board Rules.
- 1.3 Taking into account the nature of the Company's business and its activities, the Supervisory Board's profile and composition is as follows.

### Composition

- 2.1 The profile and composition of the Supervisory Board as a whole needs to be aligned with the profile and strategy of the Company. The Supervisory Board strives for a balanced distribution of specific expertise in relation to the business activities, strategy and long term goals of the Company.
- 2.2 With regard to the composition and selection of members of the Supervisory Board, the Supervisory Board aims to comply with the Dutch corporate governance code (the *Code*), and the aim is for a balance in terms of gender, age, experience, independence and active and retired background.
- 2.3 Given the size of the Company, the Supervisory Board generally considers four members to be a good composition. However the number of members necessary is dependent on the combined qualifications of the members in view of the required qualifications of the Supervisory Board as a body.
- 2.4 The Supervisory Board shall have a chairman and a vice-chairman. The chairman and the vice-chairman of the Supervisory Board shall at all times be independent within the meaning of the Code.

### Qualifications

- 3.1 Currently the Supervisory Board consists of four members. Members of the Supervisory Board are selected and recommended according to the following selection criteria:
  - (a) overall professional experience;
  - (b) sector experience;
  - (c) background, education, training and degrees;
  - (d) other relevant specific skills;
  - (e) independence;
  - (f) professionalism and integrity.

- 3.2 The preferred composition of the Supervisory Board shall be such that:
- (a) the combined knowledge, experience and expertise of its members, taken together, enables the Supervisory Board to fully carry out its duties, with a primary focus on supervising the policies of the Managing Board and the general affairs of the Company as well as to assist the Managing Board by providing advice;
  - (b) the members are able to act critically and independently of one another and of the Managing Board and any particular interests;
  - (c) backgrounds, skills, approaches and personalities are complementary, resulting in a combined Supervisory Board that is more than the sum of its individual members.
- 3.3 The members of the Supervisory Board shall possess reputations of high professionalism and high integrity in their prior experience and business dealings. The Supervisory Board generally aims for a diverse composition in terms of such factors as gender and age, but diversity is not the most decisive factor when finding the most suitable candidate in line with this profile.
- 3.4 The Supervisory Board and each individual member of the Supervisory Board shall devote sufficient time to the fullest performance of his/her duties as demanded by developments in the Company.
- 3.5 Each member of the Supervisory Board shall be capable of assessing the broad outline of the Supervisory Board's overall policy objectives.
- 3.6 The Supervisory Board operates as a team and each of its members is guided by the interests of the Company and the enterprise associated with it. The Supervisory Board as a body should have the necessary qualifications in the following areas:
- (a) general management;
  - (b) (online) pharmacy industry;
  - (c) company strategy and risks inherent to the Company's business;
  - (d) corporate finance and M&A;
  - (e) financial administration and accounting, financial reporting and internal risk management and control;
  - (f) legal (compliance with laws, articles of association, stock exchange rules, corporate governance);
  - (g) commercial / marketing;
  - (h) human resources, organization and management development;
  - (i) business and the community (corporate responsibility, sustainability and social matters in the markets in which the Company does business);
  - (j) disclosure and communication matters in a listed company.
- 3.7 Following completion of his/her mandate, a member of the Supervisory Board shall be nominated for re-appointment only after careful consideration. The profile referred to above shall also be applied in the case of a re-appointment.
- 3.8 This profile will be assessed annually by the Supervisory Board.